

AZ CORPORATION COMMISSION FILED



03486554

MAY 18 2011

DO NOT PUBLISH THIS SECTION

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trade name Certificate, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state "not applicable".

4. If the state or country of incorporation does not require an address to be maintained, provide the street address of the statutory agent in the state or country of incorporation.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address/location.

FILE NO. FILE 018464

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS

IN ARIZONA

Pursuant to A.R.S. § 10-1503

The name of the corporation is: VMEDU, INC.A(n) MARYLAND Corporation
(State or Country)☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

VMEDU, INC.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN)

2. The name of the state or country in which the foreign corporation is incorporated is:

MARYLAND3. The foreign corporation was incorporated on the 4TH day of DECEMBER2008and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state or country of its incorporation is:

4539 METROPOLITAN CT.FREDERICK MD 21704

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Corporation Service Company2338 West Royal Palm Road, Suite JPhoenix, AZ 85021

**DO NOT PUBLISH
THIS SECTION**

5.b. Indicate to which address general correspondence should be mailed.

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

8. The total number of shares authorized (not issued) cannot be blank or "Not Applicable." The number must match Articles of Incorporation in domicile state.

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5.b. General correspondence should be mailed to the address specified above in section 4 X or section 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, with the following limitations if any:

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: TRIDIBESH SATPATHY, CEO, DIRECTOR [title]

Address: 4539 METROPOLITAN CT.

City, State, Zip FREDERICK MD 21704

Name: BIBHUDUTTA SATPATHY, DIRECTOR [title]

Address: 4539 METROPOLITAN CT.

City, State, Zip FREDERICK MD 21704

Name: _____ [title]

Address: _____

City, State, Zip _____

8. The foreign corporation is authorized to issue 1500 shares, itemized as follows: (Attach additional sheets if necessary.)

1500 shares of Common [class or series] stock at
_____ no par value or par value of \$ 0.00 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

**DO NOT PUBLISH
THIS SECTION**

9. The total number of shares issued cannot be blank or "Not Applicable." If no shares have been issued, put the word "none" or "zero" or the number 0. Include only shares actually issued in this section.

The Application must be accompanied by the following:
 (A) Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

(B) A certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, § 8) and a certificate of existence or document of similar import duly authenticated (within 60 days of delivery to A.C.C.) by the official having custody of corporate records in the state or country under whose laws the corporation is incorporated

The agent must consent to the appointment by signing the consent.

9. The foreign corporation has issued 1500 shares, itemized as follows:

1500 shares of Common [class or series] stock at
 _____ no par value or par value of \$ 0.00 per share.

_____ shares of _____ [class or series] stock at
 _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
 _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

PROFESSIONAL SERVICES AND EDUCATION

Dated this 24th day of March, 2011

Signature: Tridibesh Satpathy

 [must be signed by a duly authorized Officer]

TRIDIBESH SATPATHY, CEO

[print name]

[title]

PHONE _____ FAX _____
 [optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 18th day of May, 2011.

Michele L. Abbott
 Signature

Michele L. Abbott
Assistant Vice President

[Print Name]

Corporation Service Company

[If signing on behalf of a company serving as statutory agent, print company name here]

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

VMEDU, INC.

EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No XB. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY

Tridibesh Satpathy

BY

PRINT NAME TRIDIBESH SATPATHY

PRINT NAME _____

TITLE CEODATE 05/01/2011

TITLE _____

DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

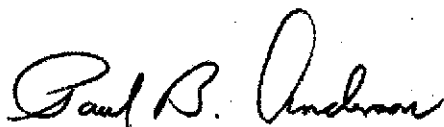
FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

STATE OF MARYLAND
Department of Assessments and Taxation

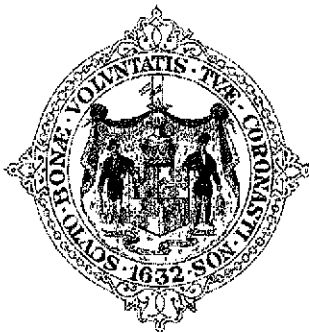
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT VMEDU, INC., INCORPORATED DECEMBER 04, 2008, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 12, 2011.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TTY/Voice
Fax (410) 333-7097

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

FIRST: The undersigned Sherise Armour, Asst. Sec.whose address is 2711 Centerville Road, Suite 400, Wilmington, DE 19808being at least eighteen years of age, do(es) hereby
form a corporation under the laws of the State of Maryland.SECOND: The name of the corporation is VMEDI, INC.THIRD: The purposes for which the corporation is formed are as follows: PROFESSIONAL SERVICES AND EDUCATION

FOURTH: The street address of the principal office of the corporation in Maryland is

1005 BEXHILL DRFREDRICK, MD 21762

FIFTH: The name of the resident agent of the corporation in Maryland is

CSC Lawyers Incorporating Service Companywhose address is 7 St. Paul Street, Suite 1660, Baltimore, MD 21202SIXTH: The corporation has authority to issue 1,500 shares at \$ 0.00 PAR VALUE per value per share.SEVENTH: The number of directors of the corporation shall be 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/areTRIDIBESH SATPATHY/BBHUDUTIA SATPATHYIN WITNESS WHEREOF, I have signed these articles
and acknowledge the same to be my act.

SIGNATURE(S) OF INCORPORATOR(S):

Sherise Armour, Incorporator

Filing party's return address:

I hereby consent to my designation in this document
as resident agent for this corporation.SIGNATURE OF RESIDENT AGENT LISTED
IN FIFTH:CSC Lawyers Incorporating Service CompanyELIHAM KENNER

ASSISTANT VICE PRESIDENT

CUST ID:0002214295
WORK ORDER:0001657333
DATE:12-05-2008 03:23 PM
AMT. PAID:\$212.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
document on file in this office. DATED: 5-18-11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature]

Custodian

This stamp replaces our previous certification system. Effective: 6/95

CORPORATE CHARTER APPROVAL SHEET****EXPEDITED SERVICE******** KEEP WITH DOCUMENT ****DOCUMENT CODE 02 BUSINESS CODE 03

Close _____ Stock ☒ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTEDBase Fee: 160Org. & Cap. Fee: 22Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: 22

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 212Credit Card _____ Check ☒ Cash _____Documents on 1 ChecksApproved By: 10Keyed By: 2ACOMMENT(S): Stewart

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PAGES: 0002

VNU, INC.

12/04/2008 AT 12:30 P MO # 0001657333

New Name _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent

_____ and Resident Agent's Address

_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 871

Attention: _____

Mail: Name and Address _____

CORPORATION SERVICE COMPANY
STE 1660
7 ST. PAUL STREET
BALTIMORE MD 21202

Stamp Work Order and Customer Number HERE

CUST ID:0002214285
WORK ORDER:0001657333
DATE:12-05-2008 03:23 PM
AMT. PAID:\$212.00